



Capri Global Capital Limited

CIN: L65921MH1994PLC173469

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POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Members through Postal Ballot/e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form ('the Form') for your consideration.

The Board of Directors of the Company has appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot /e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope not later than 5.00 p.m. on Saturday, November 12, 2016. Postage will be borne and paid by the Company. Form, if sent at the expense of the Member, will also be accepted. The Form may also be deposited personally at the address given on the Business Reply Envelope. Please note that, if any Form is received after the said date, it will be considered as no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on or before November 14, 2016 and communicated to the stock exchanges and depository and shall also be displayed at the Registered Office of the Company and on the Company's website viz. www.cgcl.co.in.

Proposed Resolutions

1. Issue of Non-Convertible Debentures(NCDs) on Private Placement basis

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the regulations issued by the Securities and Exchange Board of India (“SEBI”) including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the regulations, norms, circular, guidelines, clarification, notification prescribed or issued by the Reserve Bank of India, SEBI from time to time and other applicable provisions, if any, and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) to offer or invite subscriptions for issue of secured / unsecured redeemable non-convertible debentures, on private placement basis, in one or more series / tranches, aggregating up to ₹ 500 crores (Rupees Five Hundred crores), within the overall borrowing limits of the company, as approved by the members, on such terms and conditions as the Board may from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, tenor, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard including but not limited to :

- i. finalising the detailed terms and conditions of the Debenture/Bonds issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures, allotment of debentures etc;
- ii. create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- iii. obtain credit rating of the debenture/securities issued from Credit Rating Agencies;
- iv. appoint / re-appoint Trustees to the Debenture holders;
- v. print and issue Debenture Certificate(s), Letter(s) of Allotment;
- vi. stipulate terms and conditions with regard to Put and Call options;
- vii. negotiate payment of fees to merchant bankers, brokers, discount on Issue and/or re-issue of Debentures, redemption premium;
- viii. list the debentures on stock exchange(s);
- ix. delegate power to any official of the Company to do any incidental acts for and on behalf of the Company”.

2. Sub-division of equity shares

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of ₹ 10/- each in the Authorized and paid-up Share Capital of the Company be sub-divided into 5 (five) Equity Shares having a face value of ₹ 2/- each on such date as may be fixed by the Board of Directors (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) for this purposes ('Record Date')

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹ 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments due to sub-division of shares, to the outstanding options granted to the employees of the Company under its Employee Stock Option Scheme, 2009 pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'Record Date' (as determined by the Board) (vested and unvested options, including lapsed and forfeited options available for re-issue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on Record Date (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

3. Alteration of the Capital Clause in the Memorandum of Association

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V. The Authorised Share Capital of the Company is ₹ 72, 00, 00,000/- (Rupees seventy two crores only) divided into 36,00,00,000 (Thirty Six Crores only) equity shares of ₹ 2/- (Rupees Two) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

**by Order of the Board of Directors
for Capri Global Capital Limited**

**(Harish Agrawal)
Senior Vice President & Company Secretary**

Registered Office:

1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai 400020.

Place: Mumbai

Dated: October 08, 2016

Notes

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013 stating all material facts and reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Register of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 7th October, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants / the Company's registrar and share transfer agents. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice is also available on the website of the Company i.e. www.cgcl.co.in
3. Members, whose names appear on the Register of Members / List of Beneficial Owners as on 7th October, 2016 will be considered for the purpose of voting. A person who is not a Member on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to Investor.relation@cgcl.co.in. The Registrar and Transfer agent/ Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 7th October, 2016. The postal ballot period commences on October 14, 2016 (9.00 Hours IST) and ends on November 12, 2016 (17.00 Hours IST)
8. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17.00 Hours IST) on November 12, 2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17.00 Hours IST on November 12, 2016, it will be considered as no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman or any other director after the completion of scrutiny of the postal ballots (including e-voting). The results of the postal ballot would be announced by Chairman or any director of the Company duly authorised, on or before November 14, 2016. The said results would be displayed at Registered Office of the Company and on the Company's Website i.e. www.cgcl.co.in and communicated to the Stock Exchanges where the Company's shares are listed and depository.
12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/ e-voting.

Voting Through electronic means

In compliance with regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

- (i) The voting period begins on October 14, 2016 and ends on November 12, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of October 07, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details of Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details filed as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory statement pursuant to sections 102(1) and 110 of the Companies Act, 2013

Item No. 1

As per sections 42 and 71 of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, a company offering or making an invitation to subscribe to NCDs on private placement basis is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval can be obtained once a year for all offers and invitations proposed to be made for such NCDs during the year.

In order to augment long term resources for financing, inter-alia, to fund the existing business and for making downstream investments in subsidiaries, by way of equity, preference capital or debt, to enter into new financial services businesses, repayment of debt and other obligations, making strategic acquisitions and general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for issue of secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement basis issuable / redeemable at par or premium, as the case may be.

Accordingly, consent of the Members is sought for passing a Special Resolution as mentioned in the Notice. This resolution is an enabling resolution and authorises the Board of Directors(including any committee thereof) of the Company to offer or invite subscription for issue of secured / unsecured non-convertible redeemable debentures on private placement basis, as may be required by the Company, from time to time for a year from the date of passing this resolution.

The Board of Directors recommend passing the Special Resolution set out in Item No. 1 of this Notice.

None of the Directors/Key Managerial Personnel/their relatives of the Company is concerned or interested, financially or otherwise in the above referred resolution.

Item No. 2

In order to improve the liquidity of the Company's shares and also increase the shareholders base on the stock market, it is proposed to sub-divide equity shares of the Company of face value of ₹ 10/- each into equity shares of face value of ₹ 2/- each.

The Board of Directors recommend passing the Ordinary Resolution set out in Item No. 2 of this Notice.

None of the Directors/Key Managerial Personnel/their relatives of the Company is concerned or interested in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 3

The proposed split of the face value of the equity shares of the Company of ₹ 10/- each into denomination of ₹ 2/- each fully paid-up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 3 for reflecting the corresponding changes in the Authorised Share Capital of the Company.

The Board of Directors recommend passing the Special Resolution set out in Item No. 3 of this Notice.

None of the Directors/Key Managerial Personnel/their relatives of the Company is concerned or interested in the resolution, except to the extent of their respective shareholding, if any, in the Company.

**by Order of the Board of Directors
for Capri Global Capital Limited**

**(Harish Agrawal)
Senior Vice President & Company Secretary**

Place: Mumbai
Dated: October 08, 2016